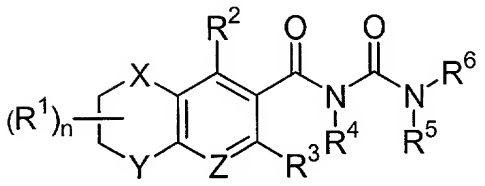
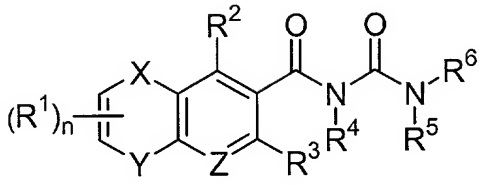
WE CLAIM:

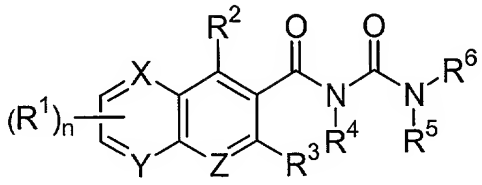
1. A compound of Formula I, Formula II, or Formula III:



I



II



III

wherein:

n is an integer of 0 to 4 in Formula I, and is an integer of 0 to 2 in Formula II and Formula III;

X and Y are independently O, S, CH-R^8, or N-R^7 in Formula I and Formula II, and are independently N and C-R^7 in Formula III;

Z is N or C-R^8;

provided that at least one of X, Y, and Z is a non-carbon ring atom;

each R^1 is independently, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), $-CF_3$, halogen, nitro, -CN, $-OR^9$, $-SR^9$, $-NR^9R^{10}$, $-NR^9(CH_2)_{1-6}C(=O)OR^{10}$, $-C(=O)R^9$, $C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-OC(=O)R^9$, $-SO_2R^9$, $-OSO_2R^9$, $-SO_2NR^9R^{10}$, $-NR^9SO_2R^{10}$ or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl,

heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group, or in Formula I, n=2 and the two R^1's together constitute =O,

R^2, R^3 and R^8 are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF_3, halogen, nitro, -CN, -OR^9, -SR^9, -NR^9R^{10}, -$NR^9(CH_2)_{1-6}C(=O)OR^{10}$, -$C(=O)R^9$, -$(=O)OR^9$, -$C(=O)NR^9R^{10}$, -$OC(=O)R^9$, -$SO_2R^9$, -$OSO_2R^9$, -$SO_2NR^9R^{10}$, -$NR^9SO_2R^{10}$ or -$NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group,

each R^7 is independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), aryl, substituted aryl, aryl(lower alkyl), substituted aryl(lower alkyl), halo(lower alkyl), -$C(=O)R^9$, -$C(=O)OR^9$; -$C(=O)NR^9R^{10}$, -SO_2OR^9, -$SO_2NR^9R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group,

R^4 and R^5 are independently, hydrogen, lower alkyl optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aryl(lower alkyl), or, together, are -$(CH_2)_{2-4}$-,

R^6 is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl,

optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-SO_2R^{11}$, or $-SO_2NR^{11}R^{12}$, wherein R^{11} and R^{12} are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^{11} and R^{12} together are $-(CH_2)_{4-6}-$,

or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

2. The compound of claim 1, wherein said compound is a compound of Formula I or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

3. The compound of claim 1, wherein said compound is a compound of Formula II or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

4. The compound of claim 1, wherein said compound is a compound of Formula III or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

5. The compound of claim 1, wherein X and Y are independently O or $N\text{-}R^7$ in Formula I and Formula II.

6. The compound of claim 1, wherein n=0.

7. The compound of claim 1, wherein each R^1 is independently, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halogen, $-OR^9$, $-NR^9R^{10}$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-SO_2NR^9R^{10}$, or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, or heteroaryl(lower alkyl).

8. The compound of claim 1, wherein each R^1 is independently, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), $-CF_3$, halogen, nitro, -CN, $-OR^9$, $-SR^9$, $-NR^9R^{10}$, $-NR^9(CH_2)_{1-6}C(=O)OR^{10}$, $-C(=O)R^9$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-OC(=O)R^9$, $-SO_2R^9$, $-OSO_2R^9$, $-SO_2NR^9R^{10}$, $-NR^9SO_2R^{10}$ or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}-$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group, or in Formula I, n=2 and the two R^1's together constitute =O.

9. The compound of claim 1, wherein R^2 is hydrogen, optionally substituted lower alkyl, cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halogen, $-OR^9$, $-NR^9(CH_2)_{1-6}C(=O)OR^{10}$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-SO_2NR^9R^{10}$, or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}-$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

10. The compound of claim 1, wherein R^2 is optionally substituted lower alkyl, cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halogen, $-OR^9$, $-NR^9(CH_2)_{1-6}C(=O)OR^{10}$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-SO_2NR^9R^{10}$, or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-$N(C_{1-2}$ alkyl$)_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl,

cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}$C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

11. The compound of claim 1, wherein R^3 is hydrogen, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), halogen, -OR^9, -NR^9R^{10}, -C(=O)OR^9, or -C(=O)NR^9R^{10}, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C_{1-2} alkyl)$_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$CH_2)_{1-6}$C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

12. The compound of claim 10, wherein R^3 is optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), halogen, -OR^9, -NR^9R^{10}, -C(=O)OR^9, or -C(=O)NR^9R^{10}, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C_{1-2} alkyl)$_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}$C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

13. The compound of claim 1, wherein X and Y in Formula I and Formula II is independently N-R^7, wherein R^7 is hydrogen, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), -C(=O)R^9, -C(=O)OR^9, -C(=O)NR^9R^{10}, -SO_2R^9, or -$SO_2NR^9R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower

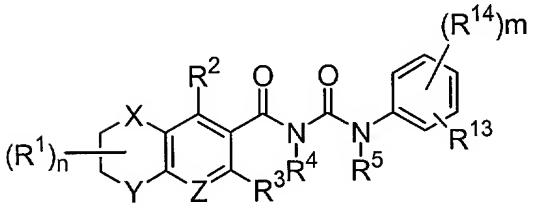
alkyl, lower alkyl-N(C_{1-2} alkyl)$_2$, alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, or heteroaryl(lower alkyl).

14. The compound of claim 1, wherein R^8 is hydrogen, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), $-CF_3$, halogen, $-OR^9$, $-NR^9R^{10}$, $-C(=O)R^9$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-OC(=O)R^9$, $-SO_2R^9$, $-SO_2NR^9R^{10}$, $-NR^9SO_2R^{10}$ or $-NR^9C(=O)R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C_{1-2} alkyl)$_2$, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}-$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-$(CH_2)_{1-6}$C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

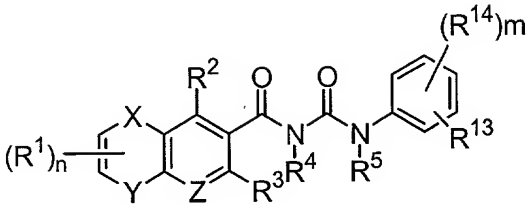
15. The compound of claim 1, wherein R^4 and R^5 are independently, hydrogen or lower alkyl.

16. The compound of claim 1, wherein R^6 is hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), $-C(=O)R^{11}$, $-C(=O)OR^{11}$, $-C(=O)NR^{11}R^{12}$, $-SO_2R^{11}$, or $-SO_2NR^{11}R^{12}$, wherein R^{11} and R^{12} are independently, hydrogen, optionally substituted lower alkyl, cycloalkyl, cycloalkyl(lower alkyl), aryl, heteroaryl, heteroaryl(lower alkyl), or R^{11} and R^{12} together are $-(CH_2)_{4-6}-$.

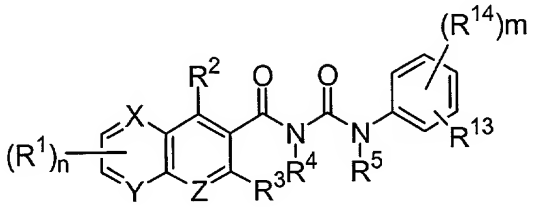
17. A compound of Formula Ia, Formula IIa, or Formula IIIa:



Ia



IIa



IIIa

where:

m is an integer of 0 to 4;

n is an integer of 0 to 4 in Formula Ia, and is an integer of 0 to 2 in Formula IIa and Formula IIIa;

X and Y are independently O, S, CH-R^8, or N-R^7 in Formula Ia and Formula IIa, and are independently N and C-R^8 in Formula IIIa;

Z is N or C-R^8;

provided that at least one of X, Y, and Z is a non-carbon ring atom;

R^1, R^2, R^3, R^4, R^5, R^7 and R^8 are as defined in claim 1,

R^{13} is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF_3, halogen, nitro, -CN, -OR^{15}, -SR^{15}, -$NR^{15}R^{16}$, -$C(=O)R^{15}$, -$C(=O)OR^{15}$, -$C(=O)NR^{15}R^{16}$, -$OC(=O)R^{15}$, -SO_2R^{15}, -$SO_2NR^{15}R^{16}$, -$NR^{15}SO_2R^{16}$ or -$NR^{15}C(=O)R^{16}$, wherein R^{15} and R^{16} are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, -CF_3, cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally

substituted heteroaryl(lower alkyl), or, together, are -$(CH_2)_{4-6}$- optionally interrupted by one O, S, NH or N-(C_{1-2} alkyl) group, and

each R^{14} is independently selected from optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroaryl, hydroxy, halogen, -CF_3, -OR^{17}, -$NR^{17}R^{18}$, -$C(=O)R^{17}$, -$C(=O)OR^{17}$, -$C(=O)NR^{17}R^{18}$, wherein R^{17} and R^{18} are independently, hydrogen, lower alkyl, alkenyl, alkynyl, -CF_3, optionally substituted heterocycloalkyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or, together, are -$(CH_2)_{4-6}$-, optionally interrupted by one O, S, NH or N-(C_{1-2} alkyl) group,

or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

18. The compound of claim 17, wherein said compound is a compound of Formula Ia or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

19. The compound of claim 17, wherein said compound is a compound of Formula IIa or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

20. The compound of claim 17, wherein said compound is a compound of Formula IIIa or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

21. The compound of claim 17, wherein said compound is a compound of Formula Ia, where X and Y are O, Z is C-H, and each R^1 is lower alkyl.

22. The compound of claim 17, wherein R^{13} is hydrogen, optionally substituted lower alkyl, alkenyl, heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF_3, halogen, nitro, -CN, -OR^{15}, -SR^{15}, -$NR^{15}R^{16}$, -$C(=O)R^{15}$, -$C(=O)OR^{15}$, -$C(=O)NR^{15}R^{16}$, -$OC(=O)R^{15}$, -SO_2R^{15}, -$SO_2NR^{15}R^{16}$, or -$NR^{15}C(=O)R^{16}$, wherein R^{15} and R^{16} are independently, hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, optionally

substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl) or, together, are $-(CH_2)_{4-6}-$ optionally interrupted by one O, S, NH or N-(C_{1-2} alkyl) group.

23. The compound of claim 17, wherein R^{13} is optionally substituted lower alkyl, alkenyl, heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), $-CF_3$, halogen, nitro, -CN, $-OR^{15}$, $-SR^{15}$, $-NR^{15}R^{16}$, $-C(=O)R^{15}$, $-C(=O)OR^{15}$, $-C(=O)NR^{15}R^{16}$, $-OC(=O)R^{15}$, $-SO_2R^{15}$, $-SO_2NR^{15}R^{16}$, or $-NR^{15}C(=O)R^{16}$, wherein R^{15} and R^{16} are independently, hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl) or, together, are $-(CH_2)_{4-6}-$ optionally interrupted by one O, S, NH or N-(C_{1-2} alkyl) group.

24. The compound of claim 17, wherein each R^{14} is independently selected from optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroaryl, hydroxy, halogen, $-CF_3$, $-OR^{17}$ $-NR^{17}R^{18}$, $-C(=O)R^{18}$, $-C(=O)OR^{18}$, and $-C(=O)NR^{17}R^{18}$, wherein R^{17} and R^{18} are, independently, hydrogen, lower alkyl, alkenyl, or optionally substituted aryl.

25. The compound of claim 17, wherein R^{13} is not hydrogen, and m is an integer of 1 to 2.

26. The compound of claim 17, wherein R^{13} is not hydrogen, and m is 1.

27. The compound of claim 17, wherein said compound is a compound of Formula Ia, where X is O, Y is N-R^7, where R^7 is hydrogen or lower alkyl, Z is C-H, and each R^1 is lower alkyl.

28. The compound of claim 17, wherein said compound is a compound of Formula Ia, where X is N-R^7, where R^7 is hydrogen or lower alkyl, Y is O, Z is C-H, and each R^1 is lower alkyl.

29. The compound of claim 17, wherein said compound is a compound of Formula Ia, where X and Y are each N-R^7, where R^7 is hydrogen, lower alkyl, substituted lower alkyl, or optionally substituted aryl(lower alkyl), Z is C-H, and each R^1 is lower alkyl.

30. The compound of claim 17, wherein said compound is a compound of Formula IIIa, where X and Y are N, Z is C-H, and each R^1 is lower alkyl.

31. The compound of claim 17, wherein R^2 and R^3 are independently selected from hydrogen, lower alkyl or halogen.

32. The compound of claim 17, wherein R^4 and R^5 are independently selected from hydrogen or lower alkyl.

33. The compound of claim 17, wherein R^{13} is independently selected from aryl, substituted aryl, optionally substituted heteroaryl, halogen, $-CF_3$, -CN, $-OR^{15}$, or $-CO_2R^{15}$, wherein R^{15} is hydrogen, lower alkyl or optionally substituted aryl.

34. The compound of claim 17, wherein each R^{14} is independently selected from halogen, $-CF_3$, $-OR^{17}$, $-CO_2R^{17}$, or $-OCH_2CO_2R^{17}$, wherein R^{17} is hydrogen, lower alkyl or optionally substituted aryl.

35. A compound of claim 1 that is selected from:
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-chlorophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3,4-dichlorophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-chloro-4-hydroxyphenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[4-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(4-chlorophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-bromophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-cyanophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(2,4-dichlorophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(4-iodophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-iodophenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(trifluoromethoxy)phenyl]amino}carbonyl)carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(methylethyl)phenyl]amino}carbonyl)carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-methylphenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(2-iodophenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-(trifluoromethylthio)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-ethylphenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-ethoxyphenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-(methylethoxy)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-phenylphenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-(tert-butyl)phenyl]amino}carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chloro-4-methylphenyl)amino]carbonyl}-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-iodo-4-methylphenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[4-methyl-3-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3,4-bis(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[4-chloro-3-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-phenoxyphenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-nitrophenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3,5-dichlorophenyl)amino]carbonyl}carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-acetylphenyl)amino]carbonyl}carboxamide;

methyl 3-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}benzoate;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-(1H-1,2,3,4-tetrazol-5-yl)phenyl)amino]carbonyl}-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-ethynylphenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chloro-2-methylphenyl)amino]carbonyl}-carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(5-chloro-2-methylphenyl)amino]carbonyl}-carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(5-iodo-2-methylphenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(5-chloro-2-methoxyphenyl)amino]carbonyl}-carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chloro-2,6-diethylphenyl)amino]carbonyl}-carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-(1,3-thiazol-2-yl)phenyl)amino]carbonyl}-carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-(2-thienyl)phenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-(3-thienyl)phenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-(2-furyl)phenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(3-(2-pyridyl)phenyl)amino]carbonyl}carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{[(4-(1H-1,2,3,4-tetrazol-5-yl)phenyl)amino]carbonyl}-carboxamide;
methyl 5-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-bromobenzoate;
3-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-5-(trifluoromethyl)benzoic acid;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-hydroxy-5-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;
5-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-bromobenzoic acid;
4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl acetate;
4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl methyl propane-1,3-dioate;
2-[(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl)oxy-carbonyl]acetic acid;

methyl 2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chloro-phenoxy)acetate;

2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenoxy)acetic acid;

phenylmethyl 2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chloro-phenoxy)acetate;

4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorobenzoic acid;

5-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino}-2-chlorobenzoic acid;

4-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;

3-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(2-chloro(4-pyridyl))amino]carbonyl}carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(6-chloro-4-methylpyrimidin-2-yl)amino]carbonyl}-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[5-(trifluoromethyl)(1,3,4-thiadiazol-2-yl)]amino}-carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chlorophenyl)(methoxymethyl)amino]carbonyl}-N-(methoxymethyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chlorophenyl)amino]carbonyl}-N-[(2-methoxy-ethoxy)methyl]carboxamide;

N-{[(3-chlorophenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;

N-{[(3-bromophenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;

quinoxalin-6-yl-N-({[4-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;

quinoxalin-6-yl-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;

quinoxalin-6-yl-N-({[3-(trifluoromethoxy)phenyl]amino}carbonyl)carboxamide;

N-({[3-(methylethyl)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;

N-({[3-(methylethoxy)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;

N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;

N-{[(3-chloro-4-hydroxyphenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;

N-({[4-chloro-3-(trifluoromethyl)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;

N-{[(3-cyanophenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;

N-{[(2,4-dichlorophenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
N-{[(3-phenylphenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
N-({[3-(methylethoxy)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;
N-{[(3-phenoxyphenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
N-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;
N-{[(3,4-dichlorophenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
methyl 2-chloro-5-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoate;
ethyl 2-chloro-5-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoate;
2-chloro-5-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
ethyl 2-(2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}phenoxy)acetate;
2-(2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}phenoxy)acetic acid;
3-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
6-chloro-2-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
2-(methylethoxy)-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic-acid;
3-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}-5-(trifluoromethyl)benzoic acid;
2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
2-hydroxy-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
2-hydroxy-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
quinoxalin-6-yl-N-{[(3-(1,3-thiazol-2-yl)phenyl)amino]carbonyl}carboxamide;
N-{[(3-(2-furyl)phenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
N-{[(3-(2-pyridyl)phenyl)amino]carbonyl}quinoxalin-6-ylcarboxamide;
quinoxalin-6-yl-N-{[(3-(2-thienyl)phenyl)amino]carbonyl}carboxamide;
2-phenoxy-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
N-({[3-(phenylcarbonyl)phenyl]amino}carbonyl)quinoxalin-6-ylcarboxamide;
methylethyl 2-chloro-5-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoate;
5-chloro-2-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoic acid;
methyl 4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}-2-(trifluoromethyl)benzoate;
methyl 2-hydroxy-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoate;

phenylmethyl 2-(2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}phenoxy)acetate;
2-(2-chloro-4-{[(quinoxalin-6-ylcarbonylamino)carbonyl]amino}phenoxy)acetic acid;
2,3-dimethylquinoxalin-6-yl)-N-{[(3-chlorophenyl)amino]carbonyl}carboxamide;
(2,3-dimethylquinoxalin-6-yl)-N-{[(3-bromophenyl)amino]carbonyl}carboxamide;
(2,3-dimethylquinoxalin-6-yl)-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;
N-{[(3,4-dichlorophenyl)amino]carbonyl}(2,3-dimethylquinoxalin-6-yl)carboxamide;
(2,3-dimethylquinoxalin-6-yl)-N-{[(3-cyanophenyl)amino]carbonyl}carboxamide;
1,2,3,4-tetrahydroquinoxalin-6-yl-N-({[4-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;
N-{[(3-chlorophenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-{[(3-bromophenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
1,2,3,4-tetrahydroquinoxalin-6-yl-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;
(1,4-diethyl(1,2,3,4-tetrahydroquinoxalin-6-yl))-N-({[3-(trifluoromethyl)phenyl]amino}-carbonyl)carboxamide;
1,2,3,4-tetrahydroquinoxalin-6-yl-N-({[3-(trifluoromethoxy)phenyl]amino}carbonyl)-carboxamide;
N-({[3-(methylethyl)phenyl]amino}carbonyl)-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-{[(3-iodophenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl)-1,2,3,4-tetrahydroquinoxalin-6-yl-carboxamide;
(1,4-dimethyl(1,2,3,4-tetrahydroquinoxalin-6-yl))-N-({[3-(trifluoromethyl)phenyl]amino}-carbonyl)carboxamide;
N-({[4-chloro-3-(trifluoromethyl)phenyl]amino}carbonyl)-1,2,3,4-tetrahydroquinoxalin-6-yl-carboxamide;
N-{[(3-cyanophenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-{[(3-phenylphenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-({[3-(methylethoxy)phenyl]amino}carbonyl)-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-{[(3-phenoxyphenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-ylcarboxamide;
N-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)-1,2,3,4-tetrahydroquinoxalin-6-yl-carboxamide;

N-{[(3-chloro-4-hydroxyphenyl)amino]carbonyl}-1,2,3,4-tetrahydroquinoxalin-6-yl-carboxamide;

[1,4-bis(2-hydroxyethyl)(1,2,3,4-tetrahydroquinoxalin-6-yl)]-N-({[3-(trifluoromethyl)phenyl]-amino}carbonyl)carboxamide;

[4-(2-hydroxyethyl)(1,2,3,4-tetrahydroquinoxalin-6-yl)]-N-({[3-(trifluoromethyl)phenyl]amino}-carbonyl)carboxamide;

ethyl 2-(2-chloro-4-{[(1,2,3,4-tetrahydroquinoxalin-6-ylcarbonylamino)carbonyl]amino}-phenoxy)acetate;

ethyl 2-chloro-5-{[(1,2,3,4-tetrahydroquinoxalin-6-ylcarbonylamino)carbonyl]amino}benzoate;

2-chloro-5-{[(1,2,3,4-tetrahydroquinoxalin-6-ylcarbonylamino)carbonyl]aminobenzoic acid;

(3-oxo(2H,4H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))-N-({[3-(trifluoromethyl)phenyl]amino}-carbonyl)carboxamide;

N-{[(3-chlorophenyl)amino]carbonyl}(3-oxo(2H,4H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))-carboxamide;

N-{[(3-chlorophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))carboxamide;

(4-methyl(2H,3H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))-N-({[3-(trifluoromethyl)phenyl]-amino}carbonyl)carboxamide;

N-{[(3-bromophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))carboxamide;

N-{[(3,4-dichlorophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[3,4-e]1,4-oxazaperhydroin-6-yl))carboxamide;

(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)-carboxamide;

N-{[(3-chlorophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))carboxamide;

N-{[(3-bromophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))carboxamide;

N-{[(3,4-dichlorophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))-carboxamide;

N-{[(3,4-dichlorophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))-carboxamide;

N-{[(3-cyanophenyl)amino]carbonyl}(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))carboxamide;
N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl)(4-methyl(2H,3H-benzo[e]1,4-oxazin-7-yl))carboxamide;
N-{[(3-chlorophenyl)amino]carbonyl}-6-quinolylcarboxamide;
N-{[(3-bromophenyl)amino]carbonyl}-6-quinolylcarboxamide;
6-quinolyl-N-({[3-(trifluoromethyl)phenyl]amino}carbonyl)carboxamide; and
N-{[(3,4-dichlorophenyl)amino]carbonyl}-6-quinolylcarboxamide;
and the pharmaceutically acceptable salts thereof, optionally in the form of single stereoisomers or mixtures of stereoisomers thereof.

36. A pharmaceutical composition comprising:
(a) a therapeutically effective amount of a compound of claim 1; and
(b) a pharmaceutically acceptable excipient.

37. The pharmaceutical composition of claim 36, further comprising an anti-inflammatory drug, cytokine, or immunomodulator.

38. A method of treating an allergic, inflammatory, or autoimmune disease in a mammal, comprising administration to the mammal of a therapeutically effective amount of a compound of claim 1.

39. The method of claim 38, wherein the disease is asthma.

40. The method of claim 38, wherein the disease is pulmonary fibrosis.

41. The method of claim 38, wherein the disease is diabetic nephropathy.

42. The method of claim 38, wherein the disease is rheumatoid arthritis.

43. The method of claim 38, wherein the disease is restenosis.

44. The method of claim 38, wherein the disease is pancreatitis.

45. The method of claim 38, wherein the disease is glomerulonephritis.

46. The method of claim 38, wherein the disease is atherosclerosis.

47. The method of claim 38, wherein the disease is inflammatory bowel disease.

48. The method of claim 38, wherein the disease is Crohn's disease.

49. The method of claim 38, wherein the disease is transplant rejection.

50. The method of claim 38, wherein the disease is associated with lymphocyte and/or monocyte accumulation.

51. The method of claim 38, wherein the compound is administered in combination with an anti-inflammatory drug, cytokine, or immunomodulator.

52. A method of inhibiting leukocyte migration in a mammal, comprising administration to the mammal of a therapeutically effective dose of a compound of claim 1.